

MINUTES OF THE FIRST MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The shareholders of Sunshine Ranch Co. held their first meeting of the shareholders at 1414 First National Bank Building, Omaha, Nebraska, on December 30, 1965, at 10:00 A.M.

The following shareholders were present and the name and number of shares owned by each is as follows:

Sumner B. Hall	12,500 Shares .
Sumner A. Hall	7,600 Shares
Barbara L. Hall	1,150 Shares

Sumner B. Hall acted as Chairman and Sumner A. Hall acted as Secretary of the meeting.

The Secretary then presented and read the waiver of notice of the meeting signed by the shareholders and on motion duly made, seconded, put to vote and unanimously carried, said waiver was attached to and made a part of these minutes.

The Secretary then read the minutes of the organizational meeting of the incorporators of Sunshine Ranch Co. On motion duly made, seconded, put to vote and unanimously carried, the following resolution was adopted:

BE IT RESOLVED, that all acts of the incorporators at the organizational meeting are hereby approved and adopted;

BE IT FURTHER RESOLVED, that the acceptance by the incorporators of the stock subscriptions of Sumner B. Hall, Sumner A. Hall and Barbara L. Hall are hereby approved and ratified.

The Chairman stated that the next business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following Directors:

EXHIBIT

5

446-24 100

WAIVER OF NOTICE
ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

We, the undersigned, all the shareholders of Sunshine Ranch Co., do hereby call the annual meeting of shareholders of said corporation to be held at Sunshine Ranch Co., Neligh, Nebraska, on Jan 3, 1967 at 10:00 A. M.

We do hereby severally waive all statutory and By-Law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this Jan 3, 1967.

SUMNER A. HALL
SUMNER B. HALL

SUMNER A. HALL
SUMNER A. HALL

BARBARA L. HALL
BARBARA L. HALL

MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The shareholders of Sunshine Ranch Co. held their annual meeting of the shareholders at the Sunshine Ranch Co., Neligh, Nebraska, on January 3, 1967 at 10:00 A. M.

The following shareholders were present and the names and number of shares owned by each is as follows:

Sumner B. Hall	6,500 shares
Sumner A. Hall	8,800 shares
Barbara L. Hall	1,150 shares

The Secretary then read the minutes of the last shareholders meeting and the minutes were duly approved.

The President stated that the next business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried the Secretary was requested to record the unanimous election of the following Directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.

Sumner A. Hall Secretary
Sumner A. Hall, Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

We, the undersigned, all the shareholders of Sunshine Ranch Co., do hereby call the annual meeting of shareholders of said corporation to be held at Sunshine Ranch Co., Neligh, Nebraska, on Jan 2, 1968 at 10:00 A. M.

We do hereby severally waive all statutory and By-Law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this Jan 2, 1968.

SUMNER A. HALL
SUMNER A. HALL

SUMNER A. HALL
SUMNER A. HALL

BARBARA L. HALL
BARBARA L. HALL

MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The shareholders of Sunshine Ranch Co. held their annual meeting of the shareholders at the Sunshine Ranch Co., Neligh, Nebraska, on January 2, 1968 at 10:00 A. M.

The following shareholders were present and the names and number of shares owned by each is as follows:

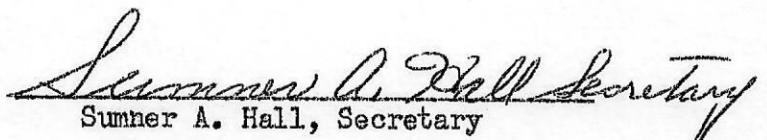
Sumner B. Hall	6,500 shares
Sumner A. Hall	8,800 shares
Barbara L. Hall	1,150 shares

The Secretary then read the minutes of the last shareholders meeting and the minutes were duly approved.

The President stated that the next business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried the Secretary was requested to record the unanimous election of the following Directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.



Sumner A. Hall, Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

We, the undersigned, all the shareholders of Sunshine Ranch Co., do hereby call the annual meeting of shareholders of said corporation to be held at Sunshine Ranch Co., Neligh, Nebraska, on Jan 6, 1969 at 10:00 A. M.

We do hereby severally waive all statutory and By-Law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this Jan 6, 1969.

Sumner B. Hall
SUMNER B. HALL

Sumner A. Hall
SUMNER A. HALL

Barbara L. Hall
BARBARA L. HALL

MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The shareholders of the Sunshine Ranch Co. held their annual meeting of the shareholders at the Sunshine Ranch Co., Neligh, Nebraska on January 6, 1969 at 10:00 A. M.

The following shareholders were present and the names and number of shares owned by each is as follows:

Sumner B. Hall	6,500 shares
Sumner A. Hall	8,800 shares
Barbara L. Hall	1,150 shares

The Secretary then read the minutes of the last shareholders meeting and the minutes were duly approved.

The President stated that the next business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried the Secretary was requested to record the unanimous election of the following Directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.

Sumner A. Hall, Secretary
Sumner A. Hall, Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 5, 1970

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 5th day of January, 1970.

Sumner B. Hall
Sumner B. Hall

Sumner A. Hall
Sumner A. Hall

Barbara L. Hall
Barbara L. Hall

Barbara L. Hall

Sumner A. Hall
Sumner A. Hall as custodian for
Douglas Allen Hall, Lisa Ann Hall and
Kevin Bruce Hall and Kimberly Joan Hall

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 5, 1970

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The following being all the shareholders of the Corporation, were present:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Sumner A. Hall as custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall and Kimberly Joan Hall

Sumner B. Hall
and Sumner A. Hall

acted as Chairman of the meeting
acted as Secretary of the meet

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

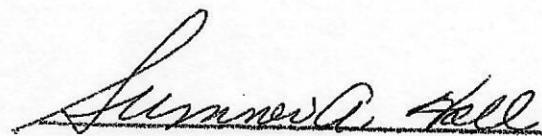
Minutes of the Shareholders
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the Chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.



Sumner A. Hall

Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 4, 1971

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 4th day of January, 1971.

Sumner B. Hall
Sumner B. Hall

Summer G. Hall
Summer A. Hall

Barbara L. Hall
Barbara L. Hall

Summer G. Hall
Summer A. Hall as Custodian for Douglas
Allen Hall, Lisa Ann Hall, Kevin Bruce Hall
and Kimberly Joan Hall

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 4, 1971

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following being all the shareholders of the Corporation, were present:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Sumner A. Hall Custodian for Douglas Allen Hall

Lisa Ann Hall, Kevin Bruce Hall and Kimberly Joan Hall

and Sumner B. Hall acted as Chairman of the meeting
Sumner A. Hall acted as Secretary of the mee

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Minutes of the Shareholders
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the Chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Summer A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 3, 1972

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 3rd day of January, 1972.

Sumner B. Hall

Sumner B. Hall

Sumner A. Hall

Sumner A. Hall

Barbara L. Hall

Barbara L. Hall

Sumner A. Hall

Sumner A. Hall as custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall and Kimberly Joan Hall

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE : January 3, 1972

TIME : 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following being all the shareholders of the Corporation, were present:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Summer A. Hall as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall and Kimberly Joan Hall

and Sumner B. Hall acted as Chairman of the meeting
Sumner A. Hall acted as Secretary of the meet

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

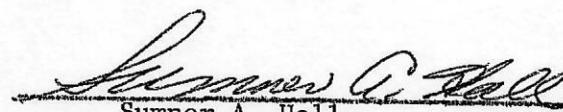
Minutes of the Shareholders
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the Chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.



Sumner A. Hall
Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the first meeting of the shareholders of said corporation.

DATE: January 1, 1973

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 1st Day of January, 1973.

Sumner B. Hall
Sumner B. Hall

Sumner A. Hall
Sumner A. Hall

Barbara L. Hall
Barbara L. Hall

Sumner A. Hall

Sumner A. Hall as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 1, 1973

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following being all the shareholders of the Corporation, were present:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Sumner A. Hall as custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall and Kimberly Joan Hall

Sumner B. Hall
and Sumner A. Hall

acted as Chairman of the meeting
acted as Secretary of the meeting

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

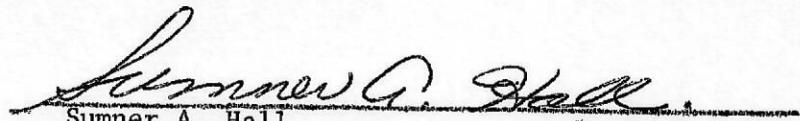
Minutes of the Shareholders
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the Chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.



Sumner A. Hall
Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 7, 1974

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Ne

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 7th day of January, 1974

Sumner B. Hall
Sumner B. Hall

Sumner A. Hall
Sumner A. Hall

Barbara L. Hall
Barbara L. Hall

Sumner A. Hall
Sumner A. Hall as Custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation
was held at

DATE: January 7, 1974.

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following being all the shareholders of the Corporation,
were present:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Sumner A. Hall as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

Sumner B. Hall

acted as Chairman of the meeting

and Sumner A. Hall

acted as Secretary of the mee

The Secretary presented and read the waiver of notice of
the meeting signed by the shareholders and, on motion duly made,
seconded, put to vote and unanimously carried, said waiver was
ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

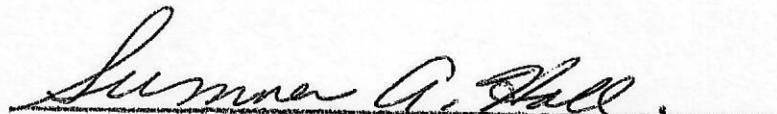
Minutes of the Shareholders
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the Chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall
Sumner A. Hall Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 6, 1975

TIME: 10:00 A.M.

PLACE: Office of The Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereon of any and all business that may come before this meeting.

DATED this 6th day of January, 1975

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Sumner A. Hall
Sumner A. Hall as Custodian for
Douglas Allen Hall, Lisa Ann Hall,
Kevin Bruce Hall & Kimberly Joan Hall

RESOLUTION OF BOARD OF DIRECTORS

(Authority to Open Deposit Account)

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of Sunshine Ranch Company, Neligh, Nebraska, and the keeper of the records and corporate seal of said corporation and that the following is a true and correct copy of a resolution duly adopted at a regular meeting of the Board of Directors of said corporation held in accordance with the By-Laws of said Corporation at its offices at Neligh, Nebraska on the 28 day of April 1969.

"Be It Resolved, that The Toy National Bank, Sioux City, Iowa, be, and it is hereby, designated a depository of this Corporation and that funds so deposited may be withdrawn upon a check, draft, note or order of the Corporation.

"Be It Further Resolved, that all checks, drafts, notes or orders drawn against said account be signed by any (1) One of the following:
(one, two, three, etc.)

NAME
X Sy B. Hall
X Sumner A. Hall

TITLE
President
Secretary

and countersigned by any one of the following:

NAME

TITLE

whose signatures shall be duly certified to said Bank, and that no checks, drafts, notes or orders drawn against said Bank shall be valid unless so signed.

"Be It Further Resolved, that said Bank is hereby authorized and directed to honor and pay any checks, drafts, notes or orders so drawn, whether such checks, drafts, notes or orders be payable to the order of any such person signing and/or countersigning said checks, drafts, notes or orders, or any of such persons in their individual capacities or not, and whether such checks, drafts, notes or orders are deposited to the individual credit of the person so signing and/or countersigning said checks, drafts, notes or orders, or to the individual credit of any of the other officers or not. This resolution shall continue in force and said Bank may consider the facts concerning the holders of said offices, respectively, and their signatures to be and continue as set forth in the certificate of the

Secretary or Assistant Secretary, accompanying a copy of this resolution when delivered to said Bank or in any similar subsequent certificate, until written notice to the contrary is duly served on said Bank.

In Witness Whereof, I have hereunto affixed my name as

Summer A. Hall

Secretary and have caused the corporate seal of said Corporation to be hereto affixed this

28

day of

April

1969

X Summer A. Hall

Secretary

IMPRINT
SEAL HERE

I, a Director of said Corporation,
do hereby certify that the foregoing is a correct copy of a resolution adopted as above set forth.

To be signed by a director other than the secretary

CERTIFIED COPY OF BY-LAWS

of the _____ referring to signing of checks, drafts, etc.
Insert copy of By-Laws here:

TO

Name of Bank

Address

I HEREBY CERTIFY that the foregoing is a true and correct copy of all parts of the By-Laws of

a corporation,
covering the signing of checks, drafts and orders for the payment of money.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary and have caused the corporate
seal of said Corporation to be hereto affixed this

28

day of

April

1969

Summer A. Hall

Secretary

PLACE
SEAL
HERE

RESOLUTIONS OF CORPORATE BOARD

Authority to Procure Loans

(Certified Copy)

I HEREBY CERTIFY that I am the duly elected and qualified secretary of Sunshine Ranch Company,
Neligh, Nebr. and the keeper of the records and corporate seal of said corporation; that the following is a true and correct copy of resolutions duly adopted at a meeting of the Board of Directors thereof held in accordance with its by-laws at its offices at Neligh, Nebraska on the 28 day of April 1969, and that the same are now in full force.

COPY OF RESOLUTIONS

"BE IT RESOLVED, That the (insert titles only) President or Secretary

of this corporation, or their ~~his~~ successors in office, or any (insert number required to sign)

(1) One of them be and they ~~are~~ hereby are ~~is~~ authorized for, on behalf of, and in the name of this corporation to:

(a) Negotiate and procure loans from The Toy National Bank
Sioux City, Iowa

up to an amount not exceeding (if there is no limit, so indicate) \$ 250,000.00
in the aggregate at any one time outstanding;

(b) Discount with said bank, commercial or other business paper belonging to this corporation, made or drawn by or upon third parties, without limit as to amount;

(c) Give security for any liabilities of this corporation to said bank by pledge or assignment or a lien upon any real or personal property, tangible or intangible, of this corporation, and

(d) Execute in such form as may be required by the bank all notes and other evidences of such loans, all instruments of pledge, assignment or lien, and that none of the same shall be valid unless so signed or endorsed, provided, however, that the endorsement of promissory notes discounted may be effected by any one of them.

"RESOLVED FURTHER, That said bank be and it is hereby authorized and directed to pay the proceeds of any such loans or discounts as directed by the persons so authorized to sign, whether so payable to the order of any of said persons in their individual capacities or not, and whether such proceeds are deposited to the individual credit of any said persons or not;

"RESOLVED FURTHER, That this resolution shall continue in force, and said bank may consider the holders of said offices and their signatures, respectively, to be and continue as set forth in the certificate of the secretary of this corporation accompanying a copy of this resolution when delivered to said bank or in any similar subsequent certificate, until notice to the contrary in writing is duly served on said bank."

I HEREBY FURTHER CERTIFY that the following named persons have been duly elected to the offices set opposite their respective names, that they continue to hold these offices at the present time, and that the signatures appearing hereon are the genuine, original signatures of each respectively:

(PLEASE SUPPLY GENUINE SIGNATURES HEREUNDER)

Summer A. Hall President

Treasurer

Summer A. Hall Secretary

Barbara L. Hall Vice-President

Asst. Treasurer

Asst. Secretary

IN WITNESS WHEREOF, I have hereunto affixed my name as secretary and have caused the corporate seal of said corporation to be hereto affixed this 28 day of April, 1969.

Summer A. Hall

Secretary

IMPRINT
SEAL HERE

I hereby certify that I am a director of said corporation and that the foregoing is a correct copy of resolutions passed as therein set forth, and that the same are now in full force.

WAIVER OF NOTICE
ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 6, 1975

TIME: 10:00 A.M.

PLACE: Office of The Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 6th day of January, 1975

Sumner B. Hall
Sumner B. Hall

Sumner A. Hall
Sumner A. Hall

Barbara L. Hall

Sumner A. Hall
Sumner A. Hall as Custodian for
Douglas Allen Hall, Lisa Ann Hall,
Kevin Bruce Hall & Kimberly Joan Hall

6-10-80

Review for Signatures

-14-80 Seal to Allen - Web.

-14-80 Seal verified by Allen to this affidavit

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 6, 1975

TIME : 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Ne

The following being all the shareholders of the Corporation, were present:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Sumner A. Hall as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall, & Kimberly Joan Hall

and Sumner B. Hall acted as Chairman of the meeting
Sumner A. Hall acted as Secretary of the me

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the Chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 5, 1976

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 5th day of January, 1976

Sumner B. Hall
Sumner B. Hall

Sumner A. Hall
Sumner A. Hall

Barbara L. Hall
Barbara L. Hall

Sumner A. Hall

Sumner A. Hall as custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation
was held at

DATE : January 5, 1976

TIME : 10:00 A.M.

PLACE : Office of the Corporation, Neligh, Nebraska

The following being all the shareholders of the Corporation,
were present:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Sumner A. Hall as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

and Sumner B. Hall acted as Chairman of the meeting
Sumner A. Hall acted as Secretary of the meeting

The Secretary presented and read the waiver of notice of
the meeting signed by the shareholders and, on motion duly made,
seconded, put to vote and unanimously carried, said waiver was
ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Minutes of the Shareholders
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the Chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.

Sumner A. Hall

Sumner A. Hall

Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 3, 1977

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 3rd Day of January, 1977

Sumner B. Hall
Sumner B. Hall

Sumner A. Hall
Sumner A. Hall

Barbara L. Hall
Barbara L. Hall

Sumner G. Hall

Sumner A. Hall as Custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS

QE

SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE : January 3, 1977

TIME : 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following being all the shareholders of the Corporation, were present:

Sumner B. Hall

Sumner A. Hall

Barbara L. Hall

Sumner A. Hall as Custodian for Douglas Allen Hall
Lisa Ann Hall, Kevin Bruce Hall and Kimberly Joan Hall

Sumner B. Hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

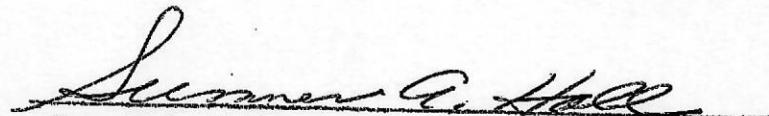
Minutes of the Shareholders
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the Chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.



Sumner A. Hall
Secretary

WAIVER OF NOTICE*

ANNUAL MEETING OF SHAREHOLDERS

OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 2, 1978

TIME: 10:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 2nd day of January, 1978

Sumner B. Hall
Sumner B. Hall Shareholder

Sumner G. Hall
Sumner A. Hall Shareholder

Barbara L. Hall
Barbara L. Hall Shareholder

Sumner A. Hall
Sumner A. Hall as Shareholder
Custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall
Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 2, 1978

TIME: 10:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following being all the shareholders of the Corporation,
were present: Sumner P. Hall

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Sumner A. Hall as Custodian for Douglas Allen Hall
Lisa Ann Hall, Kevin Bruce Hall and Kimberly Joan Hall

and Sumner B. Hall acted as Chairman of the meeting
Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

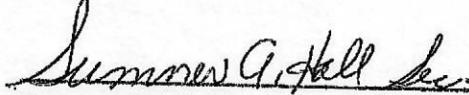
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall
Sumner A. Hall Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF
SUNSHINE RANCH, CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 2, 1979

TIME: 10:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 2nd day of January, 1979

Sumner 13, Hall
Shareholder

Sumner B. Hall Shareholder

Sumner A. Hall Shareholder

Barbara L. Hall Shareholder

Sumner A. Hall Shareholder
for Douglas Allen Hall, Lisa Ann Hall,
Kevin Bruce Hall & Kimberly Joan Hall

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 2, 1979

TIME: 10:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska.

The following being all the shareholders of the Corporation.

were present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall
Sumner A. Hall as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall and Kimberly Joan Hall

Sumner B. Hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.

Sumner A. Hall Sec.
Sumner A. Hall Secretary

WAIVER OF NOTICE.

ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 7, 1980

TIME: 10:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 7th day of January, 1980

Sumner 13, Hall
Sumner B. Hall Shareholder

Sumner A. Hall
Sumner A. Hall Shareholder

Barbara L. Hall
Barbara L. Hall Shareholder

Summer A. Hall
Summer A. Hall as Shareholder
Custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS

OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 7, 1980

TIME: 10:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following being all the shareholders of the Corporation, were present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall
Sumner A. Hall as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall and Kimberly Joan Hall

Sumner B. Hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

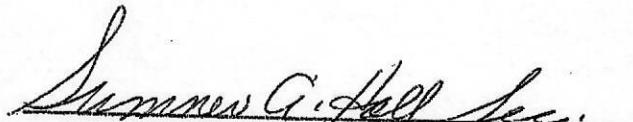
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secy.
Sumner A. Hall Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF
SUNSHINE RANCH, CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 5, 1981

TIME: 10:00 A. M.

PLACE: Office of the Corporation

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 5th day of January, 1981

Sumner B. Hall
Sumner B. Hall Shareholder

Sumner A. Hall
Sumner A. Hall Shareholder

Barbara L. Hall
Barbara L. Hall Shareholder

Sumner A. Hall
Sumner A. Hall as Shareholder
Custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 5, 1981

TIME: 10:00 A. M.

PLACE: Office of the Corporation

The following being all the shareholders of the Corporation, were present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall
Sumner A. Hall as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall and Kimberly Joan Hall

Sumner B. Hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

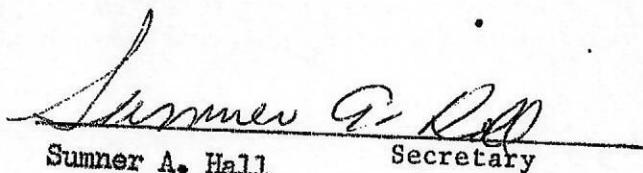
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.



Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 4, 1982

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 4th day of January, 1982.

Sumner B. Hall
Sumner B. Hall Shareholder

Sumner A. Hall
Sumner A. Hall Shareholder

Barbara L. Hall
Barbara L. Hall Shareholder

Sumner A. Hall, as Shareholder
Custodian for Douglas Allen Hall, Lisa
Ann Hall, Kevin Bruce Hall & Kimberly
Joan Hall
Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 4, 1982

TIME: 10:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following being all the shareholders of the Corporation, were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall
Sumner A. Hall, as Custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

Sumner B. hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

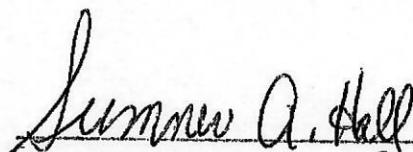
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.



Sumner A. Hall Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 3, 1983

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 3rd day of January, 1983.

Sumner B. Hall
Sumner B. Hall Shareholder

Sumner A. Hall
Sumner A. Hall Shareholder

Barbara L. Hall
Barbara L. Hall Shareholder

Sumner A. Hall
Sumner A. Hall, as Shareholder
Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall, &
Kimberly Joan Hall
Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 3, 1983

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The following being all the shareholders of the Corporation, were present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall
Sumner A. Hall, as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

Sumner B. Hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.

Sumner A. Hall
Sumner A. Hall Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 2, 1984

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 2nd day of January, 1984.

Sumner B. Hall
Sumner B. Hall Shareholder

Sumner A. Hall
Sumner A. Hall Shareholder

Barbara L. Hall
Barbara L. Hall Shareholder

Sumner A. Hall
Sumner A. Hall, as Shareholder
Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall &
Kimberly Joan Hall
Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 2, 1984

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The following being all the shareholders of the Corporation, were present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall
Sumner A. Hall, as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

Sumner B. Hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

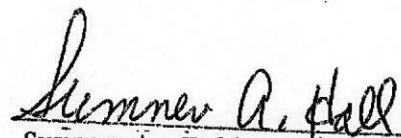
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall _____
Sumner A. Hall Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 7, 1985

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 7th day of January, 1985.

Sumner B. Hall
Sumner B. Hall Shareholder

Sumner A. Hall
Sumner A. Hall Shareholder

Barbara L. Hall
Barbara L. Hall Shareholder

Sumner A. Hall
Sumner A. Hall, as Shareholder
Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall &
Kimberly Joan Hall
Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 7, 1985

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The following being all the shareholders of the Corporation.

were present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall
Sumner A. Hall, as Custodian for Douglas Allen Hall,
Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

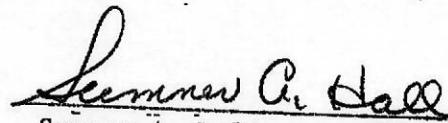
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall
Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 6, 1986

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 6th day of January, 1986.

Sumner B. Hall
Sumner B. Hall Shareholder

Sumner A. Hall
Sumner A. Hall Shareholder

Barbara L. Hall
Barbara L. Hall Shareholder

Sumner A. Hall
Sumner A. Hall, as Shareholder
Custodian for Douglas Allen Hall, Lisa
Ann Hall, Kevin Bruce Hall & Kimberly
Joan Hall
Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 6, 1986

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The following being all the shareholders of the Corporation, were present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall
Sumner A. Hall, as Custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

Sumner B. Hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

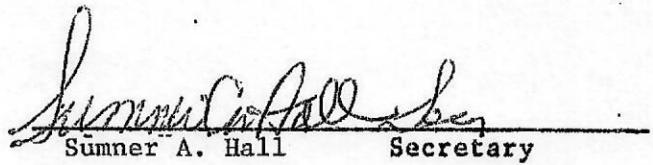
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.



Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 5, 1987

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 5th day of January, 1987

Sumner B. Hall
Sumner B. Hall Shareholder

Sumner A. Hall
Sumner A. Hall Shareholder

Barbara L. Hall
Barbara L. Hall Shareholder

Sumner A. Hall
Sumner A. Hall, as Shareholder
Custodian for Douglas Allen Hall, Lisa
Ann Hall, Kevin Bruce Hall & Kimberly
Joan Hall
Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 5, 1987

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The following being all the shareholders of the Corporation, were present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall
Sumner A. Hall, as Custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall

Sumner B. Hall acted as Chairman of the meeting and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried; said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

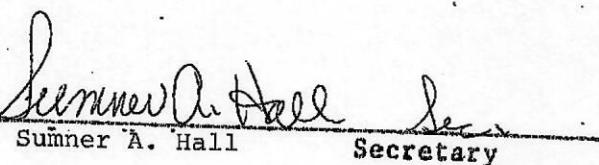
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented:

"RESOLVED: That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Sec
Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 4, 1988

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 4th day of January, 1988

Sumner B. Hall
Sumner B. Hall Shareholder

Sumner A. Hall
Sumner A. Hall Shareholder

Barbara L. Hall
Barbara L. Hall Shareholder

Sumner A. Hall
Sumner A. Hall, as Shareholder
Custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Limberly Joan Hall
Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 4, 1988

TIME: 10:00 A.M.

PLACE: Office of the Corporation

The following being all the shareholders of the Corporation, were present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall
Sumner A. Hall, as Custodian for Douglas Allen Hall, Lisa Ann Hall, Kevin Bruce Hall & Kimberly Joan Hall.

Sumner B. Hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

Minutes of the Shareholders

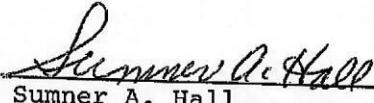
Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented;

"RESOLVED; That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall

Sumner A. Hall

Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF
SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 2, 1989

TIME: 10:00 A. M.

PLACE: Office of the Corporation

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 2nd day of January, 1989

Barbara L. Hall
Barbara L. Hall Shareholder

Sumner A. Hall
Sumner A. Hall Shareholder

Douglas A. Hall
Douglas A. Hall Shareholder

Lisa A. Zuhlke
Lisa A. Zuhlke Shareholder

Kevin B. Hall
Kevin B. Hall Shareholder

Kimberly J. Clark

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 2, 1989

TIME: 10:00 A. M.

PLACE: Office of the Corporation

The following being all the shareholders of the Corporation, were present:

Barbara L. Hall	Lisa A. Zuhlke
Sumner A. Hall	Kevin B. Hall
Douglas A. Hall	Kimberly J. Clark

Douglas A. Hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried, said waiver was ordered attached to and made a part of these minutes.

The Chairman stated that the first business to come before the meeting was the election of a Board of Directors. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was requested to record the unanimous election of the following directors:

Sumner A. Hall
Barbara L. Hall
Douglas A. Hall

Minutes of the Shareholders

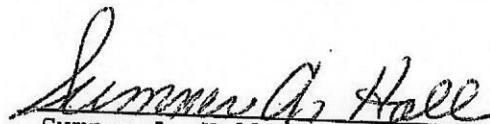
Page Two

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"RESOLVED; That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall _____
Secretary

WAIVER OF NOTICE

ANNUAL MEETING OF SHAREHOLDERS

OF

SUNSHINE RANCH CO.

The undersigned, being all the shareholders of the corporation, do hereby call the Annual meeting of the shareholders of said corporation.

DATE: January 2, 1990

TIME: 10:00 A. M.

PLACE: Office of the Corporation

The undersigned shareholders do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 2nd day of January, 1990

Barbara L. Hall
Barbara L. Hall Shareholder

Summer A. Hall
Summer A. Hall Shareholder

Douglas A. Hall
Douglas A. Hall Shareholder

Lisa A. Zuhlike
Lisa A. Zuhlike Shareholder

Kevin B. Hall
Kevin B. Hall Shareholder

Kimberly J. Clark
Kimberly J. Clark Shareholder

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS
OF
SUNSHINE RANCH CO.

The annual meeting of the shareholders of the Corporation was held at

DATE: January 2, 1990

TIME: 10:00 A. M.

PLACE: Office of the Corporation

The following being all the shareholders of the Corporation, were present:

Barbara L. Hall
Sumner A. Hall
Douglas A. Hall

Lisa A. Zuhlke
Kevin B. Hall
Kimberly J. Clark

Douglas A. Hall acted as Chairman of the meeting
and Sumner A. Hall acted as Secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting signed by the shareholders and, on motion duly made, seconded, put to vote and unanimously carried; said waiver was ordered attached to and made a part of these minutes.

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Sumner A. Hall
Barbara L. Hall
Douglas A. Hall

Minutes of the Shareholders

Page Two

A discussion followed with respect to the general affairs of the corporation. Upon motion duly made, and seconded, the following resolution was presented;

"RESOLVED; That all purchases, contracts, sales, contributions, acts, proceedings, elections and agreements of the Board of Directors and the officers of this corporation since the date of the last annual meeting of shareholders be, and the same hereby are, ratified and approved."

The resolution, upon being put to a vote, was unanimously carried and the chairman so declared.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.

Sumner A. Hall
Sumner A. Hall _____
Secretary